

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

INTEGRITY GLOBAL SECURITY, LLC, §
a Delaware limited liability company and §
GREEN HILLS SOFTWARE, INC., a §
Delaware corporation, §

Plaintiffs, §

v. §

Cause No. 1:15-cv-685-RP

DELL MARKETING L.P., a Texas limited §
Partnership, DELL FEDERAL SYSTEMS, §
L.P., a Texas limited partnership and §
DELL PRODUCTS, L.P., a Texas limited §
Partnership, §

Defendants. §

**DELL’S MOTION TO DISMISS PLAINTIFFS’ ORIGINAL COMPLAINT
PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 12(b)(1)**

Dell Marketing L.P., Dell Federal Systems, L.P., and Dell Products L.P. (jointly “Dell”) file this motion to dismiss Plaintiffs’ Original Complaint filed by Integrity Global Security, LLC and Green Hills Software, Inc. (jointly “Plaintiffs”) pursuant to Federal Rule of Civil Procedure 12(b)(1).

INTRODUCTION

It is well established that where, as here, federal jurisdiction is based on diversity, the party asserting jurisdiction must distinctly and affirmatively allege the diversity of the parties. It is also well established that the citizenship of an unincorporated entity is based on that of its partners or members, such that the party alleging jurisdiction must identify each of the partners of that entity and the citizenship of each partner. While Plaintiffs assert that the Court has diversity jurisdiction over this action, they have wholly failed to satisfy this test. Moreover,

Plaintiffs ignored publicly-available, undisputed facts establishing that each named Dell entity is a Delaware citizen—as is each Plaintiff—both when filing this action and when Dell brought this information to Plaintiffs’ attention and requested that Plaintiffs voluntarily dismiss this action for lack of subject matter jurisdiction. Indeed, Plaintiffs repeatedly refused to voluntarily dismiss this action unless Dell agreed to waive potential statute-of-limitations defenses in a future state court action. Because deficiencies in subject-matter jurisdiction may not be waived, Dell has no choice but to file this motion to dismiss. Accordingly, Dell respectfully requests that the Court give Plaintiffs thirty days to dismiss this matter, or alternatively, dismiss this action for lack of subject-matter jurisdiction.

PLAINTIFFS’ ORIGINAL COMPLAINT AND
PROCEDURAL BACKGROUND

Plaintiffs plead that this Court “has subject matter jurisdiction over this action pursuant to 18 U.S.C. § 1332(a) because it involves citizens of different states” Plaintiffs’ Original Complaint (“Comp.”) ¶ 6.

In support of its assertion of diversity jurisdiction, Plaintiffs plead that Integrity Global Security (“IGS”) is a Delaware limited liability company with its principal place of business in California. *Id.* ¶ 1. Plaintiffs further plead that Green Hills Software, Inc., a Delaware corporation with its principal place of business in California, is the sole owner, member, and manager of IGS. *Id.* ¶ 2.

Plaintiffs next plead that each of the named Dell entities is a Texas limited partnership with its principal place of business in Texas. *Id.* ¶¶ 3-5. In contrast to the information pled about IGS’s member and its citizenship, and in disregard of the applicable test for diversity jurisdiction, Plaintiffs make no mention of the named Dell entities’ partners or the partners’ citizenship. *See id.* ¶¶ 3-5.

Publicly-available information reflects that each of the named Dell entities has a partner that is a citizen of Delaware:

- Dell Marketing L.P.'s general partner is Dell Marketing GP L.L.C. Dell Marketing GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Marketing Corporation, which is a Delaware corporation.
- Dell Federal Systems L.P.'s general partner is Dell Federal Systems GP L.L.C. Dell Federal Systems GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Federal Systems Corporation, which is a Delaware corporation.
- Dell Products L.P.'s general partner is Dell Products GP L.L.C. Dell Products GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Products Corporation, which is a Delaware corporation.

See Declaration of Sinead O'Carroll ("O'Carroll Decl."), Exs. A-C, attached hereto as Exhibit 1. The declaration testimony of Chris Stidvent further confirms that each of the named Dell entities has a partner that is a citizen of Delaware. *See* Declaration of Christopher Stidvent ("Stidvent Decl.") ¶¶ 3-6, attached hereto as Exhibit 2.

After receiving Plaintiffs' complaint, Dell contacted Plaintiffs and explained that each of the named Dell entities had a partner that is a citizen of Delaware.¹ O'Carroll Decl. ¶ 7. Given the lack of complete diversity between the parties, Dell requested that Plaintiffs voluntarily dismiss their complaint against Dell for lack of subject-matter jurisdiction. *Id.* In response, Plaintiffs requested documentation supporting Dell's statements about the named Dell entities' partners and the partners' respective states of citizenship and stated that they would voluntarily

¹ Under the United States District Court for the Western District of Texas's Local Rules, a certificate of conference is not required for this motion. *See* Local Rules CV-7.9, CV-7.3. Nonetheless, Dell contacted Plaintiffs about the lack of subject matter jurisdiction in the hopes that the parties could resolve the issue without the need for Court intervention.

dismiss only if Dell would agree in writing to certain conditions, including the waiver of the statute of limitations as an affirmative defense and the tolling of the statute of limitations based on the filing of this suit. *Id.* ¶ 8.

Dell provided the requested documentation, *see id.* ¶ 9, but declined to agree to Plaintiffs' conditions. Plaintiffs did not contest the information Dell provided regarding the named Dell entities or the obvious conclusion that the Court does not have subject-matter jurisdiction. *Id.* ¶ 10. Nonetheless, and with continued intentional disregard of proper jurisdiction, Plaintiffs refused to voluntarily dismiss this action without concessions from Dell. *Id.* As a result of Plaintiffs' refusal to voluntarily dismiss, and because lack of subject-matter jurisdiction cannot be waived, Dell now brings this motion to dismiss for lack of subject-matter jurisdiction.

ARGUMENT & AUTHORITIES

A. Standard for Dismissal

Federal Rule of Civil Procedure 12(b)(1) allows a party to bring the lack of subject-matter jurisdiction to the Court's attention in a motion to dismiss. "A case is properly dismissed for lack of subject matter jurisdiction when the court lacks statutory or constitutional power to adjudicate the case." *Home Builders Ass'n of Miss., Inc. v. City of Madison, Miss.*, 143 F.3d 1006, 1010 (5th Cir. 1998) (internal quotation omitted). Indeed, "[i]f the court determines at any time that it lacks subject-matter jurisdiction, the court must dismiss the action." FED. R. CIV. P. 12(h)(3).

"Lack of subject matter jurisdiction may be found in any one of three instances: (1) the complaint alone; (2) the complaint supplemented by undisputed facts evidenced in the record; or (3) the complaint supplemented by undisputed facts plus the court's resolution of disputed facts." *Ramming v. United States*, 281 F.3d 158, 161 (5th Cir. 2001) (per curiam). "The burden of proof

for a Rule 12(b)(1) motion to dismiss is on the party asserting jurisdiction.” *Id.*

B. Plaintiffs’ Complaint Must Be Dismissed for Lack of Subject Matter Jurisdiction.

As noted above, Plaintiffs allege that the Court has subject-matter jurisdiction over this action pursuant to 18 U.S.C. § 1332(a) because it “involves citizens of different states” Comp. ¶ 6. However, when jurisdiction is based on diversity, the “citizenship of the parties must be ‘distinctly and affirmatively alleged.’” *Mullins v. TestAmerica Inc.*, 300 F. App’x. 259, 259 (5th Cir. 2008) (per curium) (quoting *Getty Oil Corp. v. Ins. Co. of N. Am.*, 841 F.2d 1254, 1259 (5th Cir. 1988) (emphasis in original)). It is well established that the citizenship of all unincorporated entities is determined by the citizenship of the entity’s individual members. *Mullins*, 300 F. App’x at 259-60 (citing *Carden v. Arkoma Assocs.*, 494 U.S. 185, 189-90, 195-96 (1990)). To properly allege the citizenship of a limited partnership, a party must identify the partners of that entity and the citizenship of those partners. *PPI Tech. Servs., L.P. v. Liberty Mut. Ins. Co.*, No. C-11-47, 2001 WL 765972, at *1 (S.D. Tex., Feb. 25, 2011). The same requirement applies to any member of a limited partnership that is also a limited partnership or a limited liability company. *Id.* Where a complaint does not identify the partners of a named entity, let alone the citizenship of those partners, that omission warrants dismissal of the case. *Id.* (citing *Mullins*, 300 F. App’x. at 259-60).

Here, Plaintiffs have alleged that each named Dell entity is a Texas limited partnership, but they have not identified the partners of those entities or the citizenship of those partners, alleging only that each named Dell entity is “a Texas limited partnership with its principal place of business in Round Rock, Texas.” *See* Comp. ¶¶ 3-5. Plaintiffs make no mention of the named Dell entities’ partners or the partners’ respective citizenship. *See id.* This alone is

sufficient to warrant dismissal of Plaintiffs' claims for lack of subject-matter jurisdiction. *See PPI Tech.*, 2001 WL 765972, at *1.

Additionally, Dell has submitted evidence establishing that each of the named Dell entities is a citizen of Delaware. *See* Stidvent Decl. ¶¶ 3-5; O'Carroll Decl. ¶ 9, Ex. A-C. Specifically, Dell has submitted evidence identifying the partners of the named Dell entities and demonstrating that each is a citizen of Delaware. *See id.* Plaintiffs are also citizens of Delaware. *See* Comp. ¶¶ 1-2. Because the evidence conclusively establishes that all the parties are Delaware citizens, this action does not involve citizens of different states, further warranting dismissal for lack of subject-matter jurisdiction. *See Hanson v. Sonic-Frank Parra Autoplex, L.P.*, 2004 WL 1373134, at *2-3 (N.D. Tex. June 15, 2004).

CONCLUSION

For the foregoing reasons, Dell respectfully requests that the Court give Plaintiffs thirty days to dismiss this matter, or alternatively, dismiss Plaintiffs' action for lack of subject-matter jurisdiction.

Respectfully submitted,

REEVES & BRIGHTWELL LLP

/s/ Sinead O'Carroll

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(512) 334-4500 (Phone)

(512) 334-4492 (Facsimile)

**ATTORNEYS FOR DEFENDANTS,
DELL MARKETING L.P., DELL FEDERAL
SYSTEMS L.P., AND DELL PRODUCTS L.P.**

CERTIFICATE OF SERVICE

I hereby certify that on the 2nd day of November, 2015, a true and correct copy of the foregoing document was sent via CM/ECF electronic filing and/or U.S. mail to the following:

Gregory J. Casas
Janis Clements
Greenburg Traurig LLP
300 W. 6th St., Suite 2050
Austin, TX 78701

/s/ Sinead O'Carroll

Sinead O'Carroll

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

INTEGRITY GLOBAL SECURITY, LLC, §
a Delaware limited liability company and §
GREEN HILLS SOFTWARE, INC., a §
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DELL MARKETING L.P., a Texas limited §
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L.P., a Texas limited partnership and §
DELL PRODUCTS, L.P., a Texas limited §
Partnership, §

Defendants. §

DECLARATION OF SINEAD O'CARROLL

I, Sinead O'Carroll, declare as follows:

1. My name is Sinead O'Carroll. I am over 18 years old, of sound mind, and I am capable of making this declaration. I submit this declaration in support of Dell Inc.'s Motion to Dismiss Plaintiffs' Original Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(1). I have personal knowledge of the facts set forth herein, and if called to testify, I could and would do so competently and under oath.

2. I am an attorney at Reeves & Brightwell LLP, which represents Dell in this lawsuit. I am a bar member in good standing in the State of Texas and am admitted to practice before this Court.

3. After receiving Plaintiffs' Original Complaint in this matter, I asked our paralegal, Joyce Goodman, to search the Texas Secretary of State website for information regarding the partners and citizenship thereof of the three named Dell entities: Dell Marketing

L.P., Dell Federal Systems L.P., and Dell Products L.P.

4. True and correct copies of documents Ms. Goodman found on the Texas Secretary of State website regarding Dell Marketing L.P. are attached hereto as Exhibit A.

5. True and correct copies of documents Ms. Goodman found on the Texas Secretary of State website regarding Dell Federal Systems L.P. are attached hereto as Exhibit B.

6. True and correct copies of documents Ms. Goodman found on the Texas Secretary of State website regarding Dell Products L.P. are attached hereto as Exhibit C.

7. On September 3, 2015, I emailed Mr. Gregory Casas, counsel for Plaintiffs Integrity Global Security, LLC and Green Hills Software, Inc. (jointly, "Plaintiffs") to inform Plaintiffs that each of the named Dell entities had a partner that was a Delaware citizen, such that Dell did not believe there was the necessary complete diversity between the parties to support subject matter jurisdiction in the Western District of Texas, and, therefore, to ask Plaintiffs to voluntarily dismiss this action.

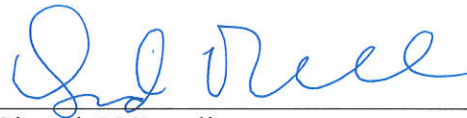
8. Mr. Casas responded to this request via a letter dated September 15, 2015. Plaintiffs requested documentation to support Dell's assertion that the entities identified in my email were in fact (1) partners of the named defendants and (2) incorporated in Delaware. Plaintiffs further stated in their letter that, assuming Dell could provide satisfactory documentation, they would only voluntarily dismiss the pending federal action if all the defendants agreed in writing that (1) the statute of limitations for Plaintiffs' claims has been tolled based on the filing of the federal action and (2) the defendants waive the statute of limitations as an affirmative defense.

9. I responded to Mr. Casas via email on September 18, 2015, providing copies of the documents attached hereto as Exhibits A, B, and C and again asking Plaintiffs to voluntarily dismiss the action pending against Dell in the Western District of Texas. I also stated that Dell did not believe that it should have to agree to additional terms in exchange for Plaintiffs' voluntary dismissal under the circumstances.

10. On October 7, 2015, and again on October 16, 2015, Mr. Casas sent me a letter, again indicating that Plaintiffs would only voluntarily dismiss their pending federal case if all the defendants expressly agreed in writing to the same two conditions Dell previously rejected, namely that (1) the statute of limitations for Plaintiffs' claims has been tolled based on the filing of the federal action and (2) the defendants waive the statute of limitations as an affirmative defense.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 7th day of November, 2015 at Austin, Texas.



Sinead O'Carroll

EXHIBIT A

TEXAS SECRETARY of STATE
CARLOS H. CASCOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 6260510 Entity Type: Domestic Limited Partnership (LP)
 Original Date of Filing: December 23, 1991 Entity Status: In existence
 Formation Date: N/A
 Tax ID: 17426168054 FEIN:
 Duration: Perpetual
 Name: DELL MARKETING L.P.
 Address: ONE DELL WAY
 Round Rock, TX 78682-7299 USA

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
Last Update June 5, 2006	Name Dell Marketing GP L.L.C.	Title General Partner	Address ONE DELL WAY Round Rock, TX 78682 USA		

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 800265205 Entity Type: Foreign Limited Liability Company (LLC)
 Original Date of Filing: November 4, 2003 Entity Status: In existence
 Formation Date: N/A
 Tax ID: 12002186901 FEIN: 200218690
 Name: Dell Marketing GP LLC
 Address: 701 BRAZOS STE 1050
 AUSTIN, TX 78701-3232 USA
 Fictitious Name: N/A
 Jurisdiction: DE, USA
 Foreign Formation Date: June 20, 2003

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>
Last Update	Name	Title	Address		
January 15, 2014	THOMAS J VALLONE	VICE PRESIDENT	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	THOMAS LUTTRELL	TREASURER	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	JANET B WRIGHT	ASSISTANT SECRETARY	ONE DELL WAY ROUND ROCK, TX 78682 USA		

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00024170945

Filing Number: 800265205

TX102PD1 F3.00.02

TX2014

Ver. 5.0

05-102

(Rev. 9-13/32)

Tcode 13196

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at 1-800-252-1381.

12002186901

2014

Taxpayer name DELL MARKETING GP LLC		<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address ATTN: TAX DEPT ONE DELL WAY, RR1-35		Secretary of State (SOS) file number or	
City ROUND ROCK	State TX	ZIP Code 78682	Plus 4
		Comptroller file number 0800265205	

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office ONE DELL WAY	ROUND ROCK TX 78682
Principal place of business ONE DELL WAY	ROUND ROCK TX 78682

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

Please sign below!



SECTION A Name, title and mailing address of each officer, director or manager.

Name	Title	Director	Term expiration
MICHAEL S. DELL	CEO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term expiration
THOMAS SWEET	CFO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term expiration
RICHARD ROTHBERG	SECRETARY	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
NONE			
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL MARKETING CORP	DE	0007549406	100
Registered agent and registered office currently on file: (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET, SUITE 620	City AUSTIN	State TX ZIP Code 78701

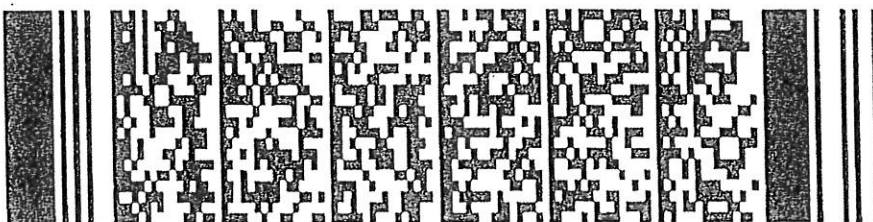
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	LEANN SHINES	Title EXECUTIVE TAX DI	Date NOV 17 2014	Area code and phone number (512) 723-0654
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1023

TEXAS SECRETARY of STATE
CARLOS H. CASCOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 7549406 Entity Type: Foreign For-Profit Corporation
 Original Date of Filing: February 5, 1988 Entity Status: Withdrawn
 Formation Date: N/A
 Tax ID: 17424850406 FEIN:
 Name: DELL MARKETING CORPORATION
 Address: PO BOX 149256 C/O TAX DEPT
 AUSTIN, TX 787149256 USA
 Fictitious Name: N/A
 Jurisdiction: DE, USA
 Foreign Formation Date: N/A

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
Last Update	Name	Title	Address		
January 6, 2014	THOMAS J VALLONE	VICE PRESIDENT	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 6, 2014	TYLER W JOHNSON	TREASURER	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 6, 2014	JANET B WRIGHT	ASSISTANT SECRETARY	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 6, 2014	JANET B WRIGHT	DIRECTOR	ONE DELL WAY ROUND ROCK, TX 78682 USA		

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00024170943

Filing Number: 7549406

TX102P01 F3.00.02

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Ver. 5.0

05-102

(Rev. 9-13/32)

Tcode 13196

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

143243914272

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at 1-800-252-1381.

17424850406

2014

Taxpayer name DELL MARKETING CORP		<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address ATTN: TAX DEPT ONE DELL WAY, RR1-35 City ROUND ROCK State TX ZIP Code 78682 Plus 4		Secretary of State (SOS) file number or Comptroller file number 0007549406	

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office ONE DELL WAY	ROUND ROCK TX 78682
Principal place of business ONE DELL WAY	ROUND ROCK TX 78682

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

Please sign below



SECTION A Name, title and mailing address of each officer, director or manager.

Name	Title	Director	Term expiration
MICHAEL S. DELL	CHAIRMAN & CEO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
JANET B. WRIGHT	DIRECTOR	<input checked="" type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
THOMAS SWEET	CFO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL MARKETING GP LLC	DE	0800265205	100
DELL MARKETING LP LLC	DE		100

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL INTERNATIONAL LLC	DE	0007442206	100

Registered agent and registered office currently on file. (see instructions if you need to make changes) ☐ Check box if you need forms to change the registered agent or registered office information.

Agent: CORPORATION SERVICE COMPANY

Office: 211 E. 7TH STREET, SUITE 620 City AUSTIN State TX ZIP Code 78701

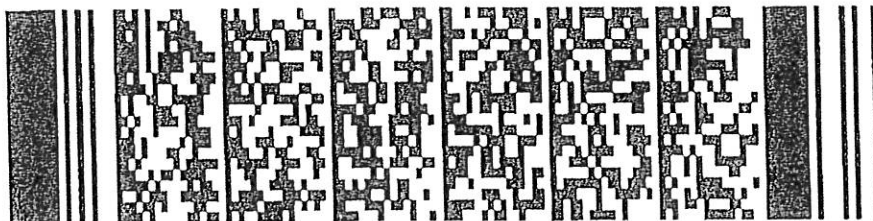
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	LEANN SHINES	Title EXECUTIVE TAX DI	Date NOV 17 2014	Area code and phone number (512) 723-0654
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EXHIBIT B

TEXAS SECRETARY of STATE
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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 12236710 Entity Type: Domestic Limited Partnership (LP)
 Original Date of Filing: July 13, 1999 Entity Status: In existence
 Formation Date: N/A
 Tax ID: 17429244761 FEIN:
 Duration: Perpetual
 Name: Dell Federal Systems L.P.
 Address: ONE DELL WAY
 Round Rock, TX 78682-2244 USA

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>
Last Update April 28, 2004	Name Dell Federal Systems GP L.L.C.	Title General Partner	Address ONE DELL WAY Round Rock, TX 78682-2244 USA		

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 800385873 Entity Type: Foreign Limited Liability Company (LLC)
Original Date of Filing: September 3, 2004 Entity Status: In existence
Formation Date: N/A
Tax ID: 12002190465 FEIN: 200219046
Name: Dell Federal Systems GP LLC
Address: 701 BRAZOS STE 1050
Austin, TX 78701-3232 USA
Fictitious Name: N/A
Jurisdiction: DE, USA
Foreign Formation Date: June 20, 2003

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
Last Update	Name	Title	Address		
January 15, 2014	MICHAEL DELL	CHIEF EXECUTIVE OFFICER	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	EMILY PARRINO	VICE PRESIDENT	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	JANET WRIGHT	ASSISTANT SECRETARY	ONE DELL WAY ROUND ROCK, TX 78682 USA		

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Reports Unit
P.O. Box 12028
Austin, Texas 78711-2028



Hope Andrade
Secretary of State

Office of the Secretary of State
PERIODIC REPORT - LIMITED PARTNERSHIP

File Number: 12236710
Filing Fee: \$50

Page 1 of 2

1. The entity name of the limited partnership is:
Dell Federal Systems L.P.

2. It is organized under the laws of: *(set forth state or foreign country)*
Texas

3. The name of the registered agent is:
CORPORATION SERVICE COMPANY
(Make changes here-cannot be entity named above):

4. The registered office address, which is identical to the business address of the registered agent in Texas, is:
211 E. 7th Street Suite 620
Austin, TX 78701-3218
(Make changes here-use street or building address; see Instructions):

5. The address of the principal office in the United States where the records are to be kept or made available is:
ONE DELL WAY
Round Rock, TX 78682-2244
(Make changes here-use street or building address; see Instructions):

6. The names and addresses of all general partners of the limited partnership are:
(Address changes are allowed; a name change of an existing general partner requires an amendment; see Instruction 6.)

<u>Name</u>	<u>Address</u>	<u>City/ State/Zip</u>
Dell Federal Systems GP L.L.C.	ONE DELL WAY	Round Rock, TX 78682-2244

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NOV 15 2010

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Come visit us on the Internet at www.sos.state.tx.us/
Austin, Texas
Fax: 512-463-1423

Phone: 512-475-2705

Dial: 7-1-1 for Relay Services

FILED
In the Office of the
Secretary of State of Texas
NOV 15 2010
Corporations Section

00024170940

Filing Number: 800385873

TX102P01 F3.00.02

TX2014

Ver. 5.0

05-102

(Rev. 9-13/32)

Tcode 13196

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

143243914269

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at 1-800-252-1381.

12002190465

2014

Taxpayer name DELL FEDERAL SYSTEMS GP LLC		<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address ATTN: TAX DEPT ONE DELL WAY, RR1-35		Secretary of State (SOS) file number or	
City ROUND ROCK	State TX	ZIP Code 78682	Plus 4 0800385873

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office ONE DELL WAY	ROUND ROCK TX 78682
Principal place of business ONE DELL WAY	ROUND ROCK TX 78682

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

Please sign below!



SECTION A Name, title and mailing address of each officer, director or manager.

Name	Title	Director	Term
MICHAEL S DELL	CEO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term
THOMAS W. SWEET	CFO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term
JANET WRIGHT	ASST SECRETARY	<input checked="" type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
NONE			
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL FEDERAL SYSTEMS CORPORATION	DE		100
Registered agent and registered office currently on file. (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET, SUITE 620	City AUSTIN	State TX ZIP Code 78701

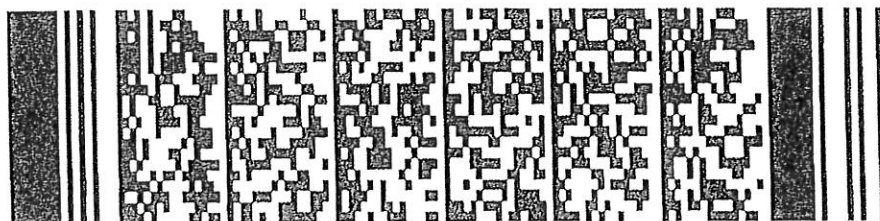
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	LEANN SHINES	Title EXECUTIVE TAX DI	NOV 17 2014	Area code and phone number (512) 723-0654
-----------	--------------	------------------------	-------------	---

Texas Comptroller Official Use Only

VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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1023

EXHIBIT C

TEXAS SECRETARY of STATE
CARLOS H. CASCOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 6260710 Entity Type: Domestic Limited Partnership (LP)
 Original Date of Filing: December 23, 1991 Entity Status: In existence
 Formation Date: N/A
 Tax ID: 17426168039 FEIN:
 Duration: Perpetual
 Name: DELL PRODUCTS L.P.
 Address: ONE DELL WAY
 Round Rock, TX 78682 USA

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>
Last Update June 5, 2006	Name Dell Products GP L.L.C.	Title General Partner	Address ONE DELL WAY Round Rock, TX 78682 USA		

Order

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Instructions:

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TEXAS SECRETARY of STATE
CARLOS H. CASCOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 800265233 Entity Type: Foreign Limited Liability Company (LLC)
 Original Date of Filing: November 4, 2003 Entity Status: In existence
 Formation Date: N/A
 Tax ID: 12002187321 FEIN: 200218732
 Name: Dell Products GP LLC
 Address: TAX DEPARTMENT PO BOX 149256
 AUSTIN, TX 78714-9256 USA
 Fictitious Name: N/A
 Jurisdiction: DE, USA
 Foreign Formation Date: June 20, 2003

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
Last Update	Name	Title	Address		
January 15, 2014	THOMAS J VALLONE	VICE PRESIDENT	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	TYLER W JOHNSON	TREASURER	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	JANET B WRIGHT	ASSISTANT SECRETARY	ONE DELL WAY ROUND ROCK, TX 78682 USA		

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00024170938

Filing Number: 800265233

TX102P01 F3.00.02

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05- 102

(Rev. 9- 13/32)

Tcode 13196

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

143243914267

Taxpayer number

12002187321

Report year

2014

You have certain rights under Chapter 552 and 559,
Government Code, to review, request, and correct information
we have on file about you. Contact us at 1-800-252-1381.

Taxpayer name DELL PRODUCTS GP LLC		<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address ATTN: TAX DEPT		Secretary of State (SOS) file number or Comptroller file number 0800265233	
City ROUND ROCK	State TX	ZIP Code 78682	Plus 4

☒ Check box if there are currently no changes from previous year. If no information is displayed, complete the applicable information in Sections A, B and C.

Principal office ONE DELL WAY	ROUND ROCK TX 78682
Principal place of business ONE DELL WAY	ROUND ROCK TX 78682

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

Please sign below!



SECTION A Name, title and mailing address of each officer, director or manager.

Name	Title	Director <input type="checkbox"/> YES	Term expiration
MICHAEL S. DELL	CEO	<input type="checkbox"/> YES	mm dd yy
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
THOMAS W. SWEET	CFO	<input type="checkbox"/> YES	mm dd yy
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
MARIUS HAAS	PRESIDENT	<input type="checkbox"/> YES	mm dd yy
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
NONE			
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL PRODUCTS CORPORATION	DE	0007549106	100
Registered agent and registered office currently on file. (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET SUITE 620	City AUSTIN	State TX ZIP Code 78701

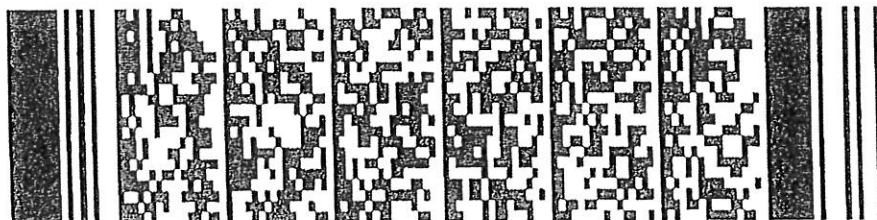
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	LEANN SHINES	Title EXECUTIVE TAX DI	Date NOV 17 2014	Area code and phone number (512) 723-0654
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00024170936

Filing Number: 7549106

TX102P01 F3.00.02

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(Rev. 9-13/32)

Tcode 13196

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

143243914265

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at 1-800-252-1381.

17424856114

2014

Taxpayer name DELL PRODUCTS CORP		<input checked="" type="checkbox"/> Check box if the mailing address has changed.	
Mailing address ATTN: TAX DEPT ONE DELL WAY, RR1-35		Secretary of State (SOS) file number or	
City ROUND ROCK	State TX	ZIP Code 78682	Plus 4
		Comptroller file number 0007549106	

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office ONE DELL WAY	ROUND ROCK TX 78682
Principal place of business ONE DELL WAY	ROUND ROCK TX 78682

Officer, director and manager information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year.

Please sign below



SECTION A Name, title and mailing address of each officer, director or manager.

Name	Title	Director	Term
JEFFREY W. CLARKE	VC, OPER AND TECH	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term
MICHAEL S. DELL	CEO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682
Name	Title	Director	Term
THOMAS W. SWEET	CFO	<input type="checkbox"/> YES	m m d d y y
Mailing address ONE DELL WAY	City ROUND ROCK	State TX	ZIP Code 78682

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL PRODUCTS GP LLC	DE	0800265233	100
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL PRODUCTS LP LLC	DE		100

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
DELL INTERNATIONAL LLC	DE	0007442206	100
Registered agent and registered office currently on file. (see instructions if you need to make changes)		<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.	
Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET, SUITE 620	City AUSTIN	State TX ZIP Code 78701

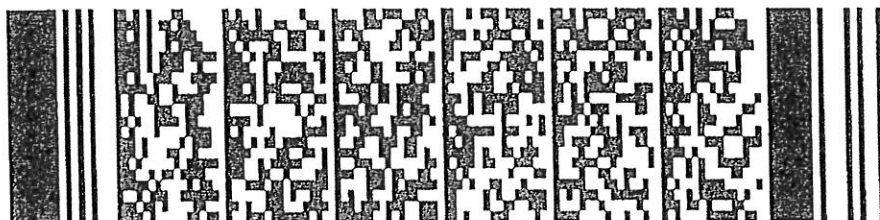
The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	LEANN SHINES	Title EXECUTIVE TAX DI	Area code and phone number (512) 723-0654
-----------	--------------	------------------------	---

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TEXAS SECRETARY of STATE
CARLOS H. CASCOS

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 7549106 Entity Type: Foreign For-Profit Corporation
 Original Date of Filing: February 5, 1988 Entity Status: Withdrawn
 Formation Date: N/A
 Tax ID: 17424856114 FEIN:
 Name: DELL PRODUCTS CORPORATION
 Address: TAX DEPARTMENT P.O. BOX 149256
 AUSTIN, TX 78714-9256 USA
 Fictitious Name: N/A
 Jurisdiction: DE, USA
 Foreign Formation Date: N/A

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
Last Update	Name	Title	Address		
January 15, 2014	THOMAS J VALLONE	VICE PRESIDENT	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	TYLER W JOHNSON	TREASURER	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	JANET B WRIGHT	ASSISTANT SECRETARY	ONE DELL WAY ROUND ROCK, TX 78682 USA		
January 15, 2014	JANET B WRIGHT	DIRECTOR	ONE DELL WAY ROUND ROCK, TX 78682 USA		

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EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

INTEGRITY GLOBAL SECURITY, LLC,	§	
a Delaware limited liability company and	§	
GREEN HILLS SOFTWARE, INC., a	§	
Delaware corporation,	§	
	§	
Plaintiffs,	§	
	§	
v.	§	Cause No. 1:15-cv-685
	§	
DELL MARKETING L.P., a Texas limited	§	
Partnership, DELL FEDERAL SYSTEMS,	§	
L.P., a Texas limited partnership and	§	
DELL PRODUCTS, L.P., a Texas limited	§	
Partnership,	§	
Defendants.	§	

DECLARATION OF CHRISTOPHER T. STIDVENT

I, Christopher T. Stidvent, hereby declare:

1. My name is Christopher T. Stidvent. I am over 18 years old, of sound mind, and I am capable of making this affidavit. I make this declaration in support of Dell Inc.'s Motion to Dismiss Plaintiffs' Original Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(1).

2. I am an in-house attorney for Dell. My title is Legal Director, Litigation. I have worked at Dell since September 2006. My duties include supervising and providing litigation support. The statements in this declaration are based on my personal knowledge or contain facts that I have learned through investigation on behalf of Dell and are true and correct.

3. Dell Marketing L.P. is a Texas limited partnership. Dell Marketing L.P.'s general partner is Dell Marketing GP L.L.C. Dell Marketing GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Marketing Corporation. Dell Marketing Corporation is a Delaware corporation.

4. Dell Federal Systems L.P. is a Texas limited partnership. Dell Federal Systems L.P.'s general partner is Dell Federal Systems GP L.L.C. Dell Federal Systems GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Federal Systems Corporation. Dell Federal Systems Corporation is a Delaware corporation.

5. Dell Products L.P. is a Texas limited partnership. Dell Products L.P.'s general partner is Dell Products GP L.L.C. Dell Products GP L.L.C. is a Delaware limited liability company, and it is owned by Dell Products Corporation. Dell Products Corporation is a Delaware corporation.

6. Dell Marketing Corporation, Dell Federal Systems Corporation, and Dell Products Corporation are owned by Dell International L.L.C., which is a Delaware limited liability company.

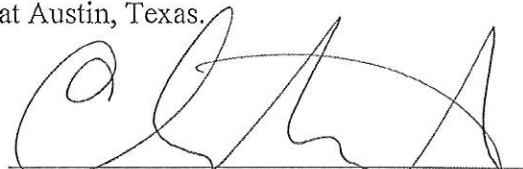
7. Dell International L.L.C. is owned by Dell Marketing L.P., Dell Software Inc., and Dell Inc. Both Dell Software Inc. and Dell Inc. are Delaware corporations.

8. Dell Inc. is owned by Denali Intermediate Inc., which is a Delaware Corporation.

9. Denali Intermediate Inc. is owned by Denali Holding Inc., which is a Delaware Corporation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21 day of OCTOBER, 2015 at Austin, Texas.



Christopher T. Stidvent